

**IDBI Trusteeship Services Ltd**

CIN : U65991MH2001GOI131154

10048/ITSL/OPR/19-20

Dated: 29<sup>th</sup> November 2019

<b>BSE Limited</b> Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001.
<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot No. C/1 G Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051.
<b>Prime Focus Limited</b> Opposite Citi Bank, Linking Road, Khar (West) Mumbai 400052

**Sub:** *Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011*

**Dear Sir / Madam,**

Please find enclosed the disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the invocation of pledge over the shares of Prime Focus Limited by IDBI Trusteeship Services Limited acting in its capacity as the Debenture Trustee for Credit Suisse AG, Singapore Branch (the debenture holder as on date of this disclosure).

We request you to take this on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **IDBI Trusteeship Services Limited.**


**Authorized Signatory**

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Prime Focus Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IDBI Trusteeship Services Limited acting as Debenture Trustee for Credit Suisse AG, Singapore Branch (the debenture holder as on date of this disclosure)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows:	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
<b>Before the invocation under consideration, holding of:</b>			
(a) Shares carrying voting rights			
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	104,939,361	35.08%	35.08%
(c) Voting rights (VR) otherwise than by shares			
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
<b>(e) Total (a+b+c+d)</b>	<b>104,939,361</b>	<b>35.08%</b>	<b>35.08%</b>
<b>Details of Invocation/sale</b>			
(a) Shares carrying voting rights acquired/sold	---	--	--
(b) VRs acquired /sold otherwise than by shares	--	--	--
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	--	--	--
(d) Shares encumbered/ invoked /released by the acquirer	73,299,666	24.5%	24.5%
<b>(e) Total (a+b+c+-d)</b>	<b>73,299,666</b>	<b>24.5%</b>	<b>24.5%</b>





<b>After the invocation/sale, holding of:</b>			
(a) Shares carrying voting rights	--	--	--
(b) Shares encumbered with the acquirer	31,639,695	10.58%	10.58%
(c) VRs otherwise than by shares	--	--	--
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
(e) <b>Total (a+b+c+d)</b>	<b>3,16,39,695</b>	<b>10.58%</b>	<b>10.58%</b>
Mode of Invocation / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Invocation of shares pledged by Reliance Mediaworks Financial Services Private Limited ("RMFSPL") to secure indebtedness of RMFSPL.		
Date of Invocation / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Based on the instruction from the Debenture Holder we have invoked 7,32,99,666 equity shares on 28.11.2019.		
Equity share capital / total voting capital of the TC before the said acquisition / sale	29,91,82,312* (as per latest data available on BSE Ltd.)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	29,91,82,312 (as per latest data available on BSE Ltd.)		
Total diluted share/voting capital of the TC after the said acquisition	29,91,82,312** (as per latest data available on BSE Ltd.)		

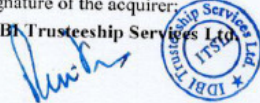
**Note:**

Based on the instruction from the Debenture Holder we have invoked 7,32,99,666 equity shares.



Signature of the acquirer:

IDBI Trusteeship Services Ltd.



Authorized Signatory.

Place: Mumbai

Date: 29<sup>th</sup> November, 2019

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) These shares are pledged for different transactions involving different lenders and there is no nexus/inter connection between those transactions and present transactions.

(\*\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(\*\*\*\*\*) We are the Trustees and holding the shares by way of Share Pledge as Security and we do not have any intention of making investment in shares or acquisition of shares for trading. It is not the business or activity of ITSL to deal in any shares. ITSL does not operate and acquire any shares by purchasing or buying from the Securities Market. ITSL need to sell the Pledged shares only when the Borrower has committed default in Payment of interest or repayment of Principal and in no other case. The sole purpose of the sale is to recover the defaulted dues of the Lenders and not for making any gain.